

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
)	Objection Due By: June 30, 2014 at 4:00 PM
)	Hearing Date: To be Determined

**FIRST AND FINAL APPLICATION OF DELOITTE CONSULTING LLP FOR
ALLOWANCE AND APPROVAL OF COMPENSATION AND
EXPENSE REIMBURSEMENT FOR THE PERIOD FROM
JULY 1, 2004 THROUGH SEPTEMBER 30, 2004**

Name of Applicant: Deloitte Consulting LLP ("Deloitte Consulting")

Authorized to Provide Professional Services to: The above-captioned Debtors

Date of Retention: September 27, 2004
nunc pro tunc to July 1, 2004

Entire Period for which Compensation
and Reimbursement is Sought hereunder ("Entire Period"): July 1, 2004 to
September 30, 2004

Amount of Requested Compensation Incurred During the Entire Period
("Requested Compensation"): \$12,239.00

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of Expense Reimbursement

Sought for the Entire Period ("Expense Reimbursement"): \$12.00

**Total Amount of Requested Compensation and Expense Reimbursement for
Which Final Allowance and Approval is Sought Hereunder**

(Requested Compensation plus Requested Expenses): **\$12,251.00**

This is a: ___ monthly ___ interim X final application.

SUMMARY OF MONTHLY FEE APPLICATIONS
INCLUDED IN THE ENTIRE PERIOD

1st Monthly		2nd Monthly		3rd Monthly	
Hours	Fees	Hours	Fees	Hours	Fees
1	\$620.00	2	\$ 1,240.00		
3.1	\$775.00	24.2	\$ 6,050.00	13.5	\$3,375.00
		2.3	\$ 149.50	0.5	\$ 32.50
4.1	\$1,395.00	28.5	\$ 7,439.50	14	\$3,407.50
	\$1,395.00		\$ 7,436.00		\$3,408.00
Total Hours:	46.6				
Total Fees:	\$12,242.00				
Fee Rounding Adjustment	(\$3)				
Requested Compensation	\$12,239.00				
Requested Expenses	\$12.00				
Final Compensation And Expenses Sought Hereunder	<u>\$12,251.00</u>				

**SUMMARY OF COMPENSATION SOUGHT BY PROFESSIONAL
DURING THE ENTIRE PERIOD**

Name	Title	Billable Hours		Hourly Rate		Total Fees
Bubnovich, Nick	Partner	3.0		620.00		1,860.00
Georgeson, Zach	Senior Consultant	40.8		250.00		10,200.00
Hardin, Amber	Admin Assistant	2.8		65.00		179.00
Total Hour Expended and Compensation Requested Hereunder		<u>46.6</u>				<u>\$12,239.00</u>

Combined Hourly rate: \$262.64 per hour

**SUMMARY OF COMPENSATION SOUGHT BY PROJECT
CATEGORY DURING THE ENTIRE PERIOD**

Project Categories	Total Hours	Total Fees
Compensation Benchmarking	22.8	\$6,289.00
Fee Application Preparation	23.8	\$5,950.00
Total Hours Expended and Fees Sought Hereunder	<u>46.6</u>	<u>\$12,239.00</u>

**EXPENSE REIMBURSEMENT BY CATEGORY FOR EXPENSES INCURRED
DURING THE ENTIRE PERIOD**

Description		Expense
Taxi		\$12.00
TOTAL		\$12.00

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**FIRST AND FINAL APPLICATION OF DELOITTE CONSULTING LLP FOR
ALLOWANCE AND APPROVAL OF COMPENSATION AND
EXPENSE REIMBURSEMENT FOR THE PERIOD FROM
JULY 1, 2004 THROUGH SEPTEMBER 30, 2004**

Pursuant to section 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the firm of Deloitte Consulting LLP (“Deloitte Consulting”) hereby files this First and Final Application (“Final Application”) of Deloitte Consulting LLP for Approval and Allowance of Compensation and Expense Reimbursement for the Period from July 1, 2004 through September 31, 2004 (the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

“Entire Period”). In support of this Final Application, Deloitte Consulting respectfully represents as follows:

Relief Requested

1. In connection with its performance of Compensation Advisory Services (as more fully described below) rendered during the Entire Period, Deloitte Consulting hereby seeks: that:

(a) Deloitte Consulting be granted final allowance and approval of (i) Final Compensation in the amount of \$12,239.00, and (ii) Final Expenses in the amount of \$12.00 in an aggregate amount totaling \$12,251.00 (“Final Compensation and Expenses”) (\$12,39.00 + \$12.00 = \$12,251.00) for reasonable and necessary professional services rendered to Debtors during the Entire Period;

(b) Debtors be authorized and directed to pay to Deloitte Consulting the outstanding amount of such Final Compensation and Expenses, including any amounts previously held back by the Court pertaining to Compensation Advisory Services rendered to the Debtors during the Entire Period; and (c) Deloitte Consulting be granted such other and further relief as this Court deems proper. Deloitte Consulting expended a total of 46.6 hours in providing Compensation Advisory Services. Accordingly, the combined hourly rate for these services is \$262.64 per hour.

Background

2. On April 2, 2001 (the “Petition Date”), each of the debtors (collectively, the “Debtors”) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors operated their businesses and managed their properties and assets as debtors in possession during the Pendency of these Chapter 11 cases.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2).

4. On April 2, 2001, the Court entered its order that the Debtors' Chapter 11 cases be consolidated for procedural purposes only and administered jointly.

5. On February 15, 2014, the Court an order approving the Debtors' plan of reorganization in these Chapter 11 cases, which became effective on February 4, 2014.

Retention of Deloitte Consulting and Description of Services

6. The Order Pursuant to U.S.C. 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a), 201(b) and 5002 Authorizing the Employment and Retention of Deloitte Consulting LLP as Compensation Advisors to the Debtors Nunc Pro Tunc to July 1, 2004 was entered by this Court on September 27, 2004. Services provided by Deloitte Consulting to the Debtors in these Chapter 11 cases included, without limitation, assisting the Debtors in analyzing executive compensation data, and in developing executive compensation structures, along with advising the Debtors on related compensation issues ("Compensation Advisory Services").

Previously Filed Monthly Fee Applications

7. Deloitte Consulting previously filed the monthly applications listed below in connection with Compensation Advisory Services. Such monthly applications contained daily time entities, along with expense detail pertaining to fees and expenses incurred by Deloitte Consulting in connection with the provision of such services.

- On March 23, 2005, Deloitte Consulting filed the First Monthly Application of Deloitte Consulting LLP for Compensation for Services Rendered and Reimbursement of Expenses to the Debtors for the Period from July 1, 2004 through July 31, 2004 seeking \$1,395.00 in compensation and \$0.00 in expense reimbursement.

- On March 23, 2005, Deloitte Consulting filed the Second Monthly Application of Deloitte Consulting LLP for Compensation for Services Rendered and Reimbursement of Expenses to the Debtors for the Period from August 1, 2004 through August 31, 2004 seeking \$7,436.00 in compensation and \$0.00 in expense reimbursement.
- On March 23, 2005, Deloitte Consulting filed the Third Monthly Application of Deloitte Consulting LLP for Compensation for Services Rendered and Reimbursement of Expenses to the Debtors for the Period from September 1, 2004 through September 30, 2004 seeking \$3,408.00 in compensation and \$12.00 in expense reimbursement

Disinterestedness of Deloitte Consulting and Necessity of Services

11. At all relevant times, Deloitte Consulting has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of Debtors.

12. All Compensation Advisory Services for which compensation is requested by Deloitte Consulting were performed for or on behalf of Debtors and not on behalf of any committee, creditor, or other person.

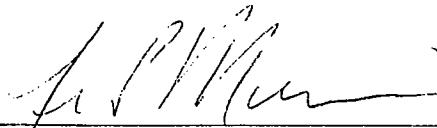
13. During the Entire Period, Deloitte Consulting has received no promises for payment from any source for Compensation Advisory Services rendered or to be rendered in any capacity whatsoever in connection with Debtors' cases. Deloitte Consulting has no agreement with any non-affiliated entity to share any compensation earned in these Chapter 11 cases.

14. The full scope of the Compensation Advisory Services for which approval and allowance of Final Compensation and Final Expense Reimbursement are sought under this Final Application is more fully described in the monthly fee applications filed with the Court by Deloitte Consulting for the Entire Period. The Compensation Advisory Services have been necessary and beneficial to Debtors and their estates, and other parties in interest.

WHEREFORE, Deloitte Consulting respectfully requests that the Court enter an order providing that: (a) Deloitte Consulting be granted final allowance and approval of (i) Final Compensation in the amount of \$12,239.00, and (ii) Final Expenses in the amount of \$12.00 in an aggregate amount totaling \$12,251.00 ("Final Compensation and Expenses") (\$12,39.00 + \$12.00 = \$12,251.00) for reasonable and necessary professional services rendered to Debtors during the Entire Period; (b) Debtors be authorized and directed to pay to Deloitte Consulting the outstanding amount of such Final Compensation and Expenses, including any amounts previously held back by the Court pertaining to Compensation Advisory Services rendered to the Debtors during the Entire Period; and (c) Deloitte Consulting be granted such other and further relief as this Court deems proper.

Dated: April 30, 2014

DELOITTE CONSULTING LLP



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Philadelphia, PA 10103

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Compensations Services Advisors for Debtors and Debtors-
in-Possession